

EXHIBIT D

BOND NO.: 09121517 , 81619239

PERFORMANCE AND PAYMENT BOND

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned _____
PARSONS TRANSPORTATION GROUP INC.
as PRINCIPAL, AND _____ FIDELITY AND DEPOSIT COMPANY OF MARYLAND ; FEDERAL INSURANCE COMPANY
with underwriting office at _____ 1400 American Lane, Schaumburg, IL 60196 ; 15 Mountain View Road, Warren, NJ 07059

to which all communications in regard to this bond should be addressed, a corporation organized and existing under the laws of the State of _____ Maryland and Indiana _____ and duly authorized to do business in the State of New Jersey, as SURETY, and held and firmly bound unto the New Jersey Transit Corporation in the penal sum of _____ Two Million Five Hundred Eight Thousand Six Hundred Fourteen and 45/100 Dollars (\$ 2,508,614.45 _____), for the payment of which well and truly to be made, we hereby jointly and severally bind ourselves, our heirs, executors, administrators, successors and assigns.

Signed this _____ 28th _____ day of _____ August _____ A.D. two thousand and _____ Thirteen _____.

THE CONDITION OF THE ABOVE OBLIGATION IS SUCH, that whereas the above named principal did on the _____ day of _____ 20 _____ enter into a contract with the New Jersey Transit Corporation, which said contract is made a part of this the bond the same as though set forth herein;

Now, if the said Principal shall well and faithfully do and perform the things agreed by it or them to be done and performed according to the terms of said contract, or any changes or modifications therein made as therein provided, and shall pay all lawful claims of beneficiaries as defined by N.J.S.A. 2A:44-143 for labor performed or materials, provisions, provender or other supplies, or teams, fuels, oils, implements or machinery furnished, used or consumed in the carrying forward, performing or completing of said contract; we agreeing and assenting that this undertaking shall be for the benefit of any beneficiary as defined by N.J.S.A. 2A:44-143 having a just claim, as well as for the obligee herein; and shall further indemnify and save harmless the party of the first part mentioned in the contract aforesaid, its officers agents and servants from all suits and actions of any kind or character whatsoever, which may be brought or instituted by any beneficiary as defined by N.J.S.A. 2A:44-143 who has performed work or furnished materials in or about the work required to be done pursuant to the said contract, or by or on account of, any claims or amount recovered for any infringement of patent, trademark or copyright; then this obligation shall be void, otherwise the same shall remain in full force and effect, it being expressly understood and agreed

that the liability of the surety for any and all claims hereunder shall in no event exceed the penal amount of this obligation as herein stated.

The said surety hereby stipulates and agrees that no modifications, omissions, or additions in or to the terms of the plans or specifications therefor, shall in anywise affect the obligations of said surety on its bond.

Witness or Attest:

Helen Alarcon
Helen Alarcon
Assoc. Risk Analyst
Secretary
(ALSO PRINT OR TYPE NAME)

PARSONS TRANSPORTATION GROUP INC.
Angelle Roussel
Angelle Roussel,
Vice President
Principal
(ALSO PRINT OR TYPE NAME)
(AFFIX CORPORATE SEAL OF PRINCIPAL)

Witness or Attest:

James Ross
James Ross, Witness
(ALSO PRINT OR TYPE NAME)

FIDELITY AND DEPOSIT COMPANY OF MARYLAND ;
FEDERAL INSURANCE COMPANY
Daravy Mady
Daravy Mady, Attorney In-Fact
SURETY
(ALSO PRINT OR TYPE NAME)
(AFFIX CORPORATE SEAL OF PRINCIPAL)

CERTIFICATION TO THE AUTHORITY OF THE
ATTORNEY IN FACT TO COMMIT THE SURETY
COMPANY MUST ACCOMPANY THIS BOND,
AND A TRUE AND CORRECT STATEMENT OF
THE FINANCIAL CONDITION OF SAID SURETY
COMPANY.

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California

County of Los Angeles }

On October 11, 2013

Date

before me,

Helen Alarcon, Notary Public

Here Insert Name and Title of the Officer

personally appeared

Angelle Roussel

Name(s) of Signer(s)



Place Notary Seal Above

who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature

Helen Alarcon

Signature of Notary Public

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

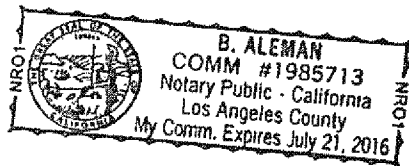
State of California

County of Los Angeles


On AUG 28 2013 before me, B. Aleman, Notary Public, personally appeared Daravy Mady who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.



Signature


B. Aleman, Notary Public

(Seal)

**ZURICH AMERICAN INSURANCE COMPANY
COLONIAL AMERICAN CASUALTY AND SURETY COMPANY
FIDELITY AND DEPOSIT COMPANY OF MARYLAND
POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS: That the ZURICH AMERICAN INSURANCE COMPANY, a corporation of the State of New York, the COLONIAL AMERICAN CASUALTY AND SURETY COMPANY, a corporation of the State of Maryland, and the FIDELITY AND DEPOSIT COMPANY OF MARYLAND a corporation of the State of Maryland (herein collectively called the "Companies"), by **JAMES M. CARROLL, Vice President**, in pursuance of authority granted by Article V, Section 8, of the By-Laws of said Companies, which are set forth on the reverse side hereof and are hereby certified to be in full force and effect on the date hereof, do hereby nominate, constitute, and appoint **Daravy MADY, of Los Angeles, California**, its true and lawful agent and Attorney-in-Fact, to make, execute, seal and deliver, for, and on its behalf as surety, and as its act and deed: **any and all bonds and undertakings**, and the execution of such bonds or undertakings in pursuance of these presents, shall be as binding upon said Companies, as fully and amply, to all intents and purposes, as if they had been duly executed and acknowledged by the regularly elected officers of the ZURICH AMERICAN INSURANCE COMPANY at its office in New York, New York., the regularly elected officers of the COLONIAL AMERICAN CASUALTY AND SURETY COMPANY at its office in Owings Mills, Maryland., and the regularly elected officers of the FIDELITY AND DEPOSIT COMPANY OF MARYLAND at its office in Owings Mills, Maryland., in their own proper persons.

The said Vice President does hereby certify that the extract set forth on the reverse side hereof is a true copy of Article V, Section 8, of the By-Laws of said Companies, and is now in force.

IN WITNESS WHEREOF, the said Vice-President has hereunto subscribed his/her names and affixed the Corporate Seals of the said ZURICH AMERICAN INSURANCE COMPANY, COLONIAL AMERICAN CASUALTY AND SURETY COMPANY, and FIDELITY AND DEPOSIT COMPANY OF MARYLAND, this 9th day of August, A.D. 2012.

ATTEST:

**ZURICH AMERICAN INSURANCE COMPANY
COLONIAL AMERICAN CASUALTY AND SURETY COMPANY
FIDELITY AND DEPOSIT COMPANY OF MARYLAND**



By: *Eric D. Barnes*

*Assistant Secretary
Eric D. Barnes*

James M. Carroll

*Vice President
James M. Carroll*

State of Maryland
City of Baltimore

On this 9th day of August, A.D. 2012, before the subscriber, a Notary Public of the State of Maryland, duly commissioned and qualified, **JAMES M. CARROLL, Vice President, and ERIC D. BARNES, Assistant Secretary**, of the Companies, to me personally known to be the individuals and officers described in and who executed the preceding instrument, and acknowledged the execution of same, and being by me duly sworn, deposeth and saith, that he/she is the said officer of the Company aforesaid, and that the seals affixed to the preceding instrument are the Corporate Seals of said Companies, and that the said Corporate Seals and the signature as such officer were duly affixed and subscribed to the said instrument by the authority and direction of the said Corporations.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my Official Seal the day and year first above written.

Constance A. Dunn

*Constance A. Dunn, Notary Public
My Commission Expires: July 14, 2015*



EXTRACT FROM BY-LAWS OF THE COMPANIES

"Article V, Section 8, Attorneys-in-Fact. The Chief Executive Officer, the President, or any Executive Vice President or Vice President may, by written instrument under the attested corporate seal, appoint attorneys-in-fact with authority to execute bonds, policies, recognizances, stipulations, undertakings, or other like instruments on behalf of the Company, and may authorize any officer or any such attorney-in-fact to affix the corporate seal thereto; and may with or without cause modify or revoke any such appointment or authority at any time."

CERTIFICATE

I, the undersigned, Vice President of the ZURICH AMERICAN INSURANCE COMPANY, the COLONIAL AMERICAN CASUALTY AND SURETY COMPANY, and the FIDELITY AND DEPOSIT COMPANY OF MARYLAND, do hereby certify that the foregoing Power of Attorney is still in full force and effect on the date of this certificate; and I do further certify that Article V, Section 8, of the By-Laws of the Companies is still in force.

This Power of Attorney and Certificate may be signed by facsimile under and by authority of the following resolution of the Board of Directors of the ZURICH AMERICAN INSURANCE COMPANY at a meeting duly called and held on the 15th day of December 1998.

RESOLVED: "That the signature of the President or a Vice President and the attesting signature of a Secretary or an Assistant Secretary and the Seal of the Company may be affixed by facsimile on any Power of Attorney...Any such Power or any certificate thereof bearing such facsimile signature and seal shall be valid and binding on the Company."

This Power of Attorney and Certificate may be signed by facsimile under and by authority of the following resolution of the Board of Directors of the COLONIAL AMERICAN CASUALTY AND SURETY COMPANY at a meeting duly called and held on the 5th day of May, 1994, and the following resolution of the Board of Directors of the FIDELITY AND DEPOSIT COMPANY OF MARYLAND at a meeting duly called and held on the 10th day of May, 1990.

RESOLVED: "That the facsimile or mechanically reproduced seal of the company and facsimile or mechanically reproduced signature of any Vice-President, Secretary, or Assistant Secretary of the Company, whether made heretofore or hereafter, wherever appearing upon a certified copy of any power of attorney issued by the Company, shall be valid and binding upon the Company with the same force and effect as though manually affixed.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed the corporate seals of the said Companies,
this ____ day of _____, 2013

AUG 28 2013



Geoffrey Delisio

Geoffrey Delisio, Vice President



**Chubb
Surety**

**POWER
OF
ATTORNEY**

**Federal Insurance Company
Vigilant Insurance Company
Pacific Indemnity Company**

**Attn: Surety Department
15 Mountain View Road
Warren, NJ 07059**

Know All by These Presents, That **FEDERAL INSURANCE COMPANY**, an Indiana corporation, **VIGILANT INSURANCE COMPANY**, a New York corporation, and **PACIFIC INDEMNITY COMPANY**, a Wisconsin corporation, do each hereby constitute and appoint **B. Aleman, Tracy Aston, KD Conrad, Lisa Crail, Daravy Mady, Kristine Mendez and Edward C. Spector of Los Angeles, California**

each as their true and lawful Attorney-in-Fact to execute under such designation in their names and to affix their corporate seals to and deliver for and on their behalf as surety thereon or otherwise, bonds and undertakings and other writings obligatory in the nature thereof (other than bail bonds) given or executed in the course of business, and any instruments amending or altering the same, and consents to the modification or alteration of any instrument referred to in said bonds or obligations.

In Witness Whereof, said **FEDERAL INSURANCE COMPANY**, **VIGILANT INSURANCE COMPANY**, and **PACIFIC INDEMNITY COMPANY** have each executed and attested these presents and affixed their corporate seals on this **22nd** day of **October, 2012**.

Kenneth C. Wendel, Assistant Secretary

David B. Norris, Jr., Vice President

STATE OF NEW JERSEY

County of Somerset

ss.

On this **22nd** day of **October, 2012** before me, a Notary Public of New Jersey, personally came Kenneth C. Wendel, to me known to be Assistant Secretary of **FEDERAL INSURANCE COMPANY**, **VIGILANT INSURANCE COMPANY**, and **PACIFIC INDEMNITY COMPANY**, the companies which executed the foregoing Power of Attorney, and the said Kenneth C. Wendel, being by me duly sworn, did depose and say that he is Assistant Secretary of **FEDERAL INSURANCE COMPANY**, **VIGILANT INSURANCE COMPANY**, and **PACIFIC INDEMNITY COMPANY** and knows the corporate seals thereof, that the seals affixed to the foregoing Power of Attorney are such corporate seals and were thereto affixed by authority of the By-Laws of said Companies; and that he signed said Power of Attorney as Assistant Secretary of said Companies by like authority; and that he is acquainted with David B. Norris, Jr., and knows him to be Vice President of said Companies; and that the signature of David B. Norris, Jr., subscribed to said Power of Attorney is in the genuine handwriting of David B. Norris, Jr., and was thereto subscribed by authority of said By-Laws and in deponent's presence.

Notarial Seal



**KATHERINE J. ADELAAR
NOTARY PUBLIC OF NEW JERSEY
No. 2316685
Commission Expires July 16, 2014**

Notary Public

CERTIFICATION

Extract from the By-Laws of **FEDERAL INSURANCE COMPANY**, **VIGILANT INSURANCE COMPANY**, and **PACIFIC INDEMNITY COMPANY**:

"All powers of attorney for and on behalf of the Company may and shall be executed in the name and on behalf of the Company, either by the Chairman or the President or a Vice President or an Assistant Vice President, jointly with the Secretary or an Assistant Secretary, under their respective designations. The signature of such officers may be engraved, printed or lithographed. The signature of each of the following officers: Chairman, President, any Vice President, any Assistant Vice President, any Secretary, any Assistant Secretary and the seal of the Company may be affixed by facsimile to any power of attorney or to any certificate relating thereto appointing Assistant Secretaries or Attorneys-in-Fact for purposes only of executing and attesting bonds and undertakings and other writings obligatory in the nature thereof, and any such power of attorney or certificate bearing such facsimile signature or facsimile seal shall be valid and binding upon the Company and any such power so executed and certified by such facsimile signature and facsimile seal shall be valid and binding upon the Company with respect to any bond or undertaking to which it is attached."

I, Kenneth C. Wendel, Assistant Secretary of **FEDERAL INSURANCE COMPANY**, **VIGILANT INSURANCE COMPANY**, and **PACIFIC INDEMNITY COMPANY** (the "Companies") do hereby certify that

- (i) the foregoing extract of the By-Laws of the Companies is true and correct,
- (ii) the Companies are duly licensed and authorized to transact surety business in all 50 of the United States of America and the District of Columbia and are authorized by the U.S. Treasury Department; further, Federal and Vigilant are licensed in Puerto Rico and the U.S. Virgin Islands, and Federal is licensed in American Samoa, Guam, and each of the Provinces of Canada except Prince Edward Island; and
- (iii) the foregoing Power of Attorney is true, correct and in full force and effect.

Given under my hand and seals of said Companies at Warren, NJ this

day of

AUG 28 2013



Kenneth C. Wendel, Assistant Secretary

IN THE EVENT YOU WISH TO NOTIFY US OF A CLAIM, VERIFY THE AUTHENTICITY OF THIS BOND OR NOTIFY US OF ANY OTHER MATTER, PLEASE CONTACT US AT ADDRESS LISTED ABOVE, OR BY Telephone (908) 903- 3493 Fax (908) 903- 3656

e-mail: surety@chubb.com

Project: ACSES II Positive Train Control

Duplicate Execution
09051569/82060810**PERFORMANCE AND PAYMENT BOND**

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned Parsons Transportation Group
 as PRINCIPAL, AND Fidelity and Deposit Company of Maryland and Federal Insurance Company
 with underwriting office at 1400 American Lane Schamburg, IL 60196-1056 and
15 Mountain View Road Warren, NJ 07059
 to which all communications in regard to this bond should be addressed, a corporation organized and existing
 under the laws of the State of Maryland and and duly authorized to do business
 in the State of New Jersey, as SURETY, and held and firmly bound unto the New Jersey Transit Corporation
 in the penal sum of Thirty Six Million One Hundred Six Thousand Nine Hundred One and 00/100
 Dollars (\$ 36,106,901.00), for the payment of which well and truly to be made, we
 hereby jointly and severally bind ourselves, our heirs, executors, administrators, successors and assigns.

Signed this 21 day of June A.D. two thousand and
2011.


THE CONDITION OF THE ABOVE OBLIGATION IS SUCH, that whereas the above named
 principal did on the 9th day of August 20 11 enter into a contract with
 the New Jersey Transit Corporation, which said contract is made a part of this the bond the same as though
 set forth herein;

Now, if the said Principal shall well and faithfully do and perform the things agreed by it or
 them to be done and performed according to the terms of said contract, or any changes or modifications
 therein made as therein provided, and shall pay all lawful claims of beneficiaries as defined by N.J.S.A. 2A:44-
 143 for labor performed or materials, provisions, provender or other supplies, or teams, fuels, oils, implements
 or machinery furnished, used or consumed in the carrying forward, performing or completing of said contract;
 we agreeing and assenting that this undertaking shall be for the benefit of any beneficiary as defined by
 N.J.S.A. 2A:44-143 having a just claim, as well as for the obligee herein; and shall further indemnify and save
 harmless the party of the first part mentioned in the contract aforesaid, its officers agents and servants from all
 suits and actions of any kind or character whatsoever, which may be brought or instituted by any beneficiary
 as defined by N.J.S.A. 2A:44-143 who has performed work or furnished materials in or about the work
 required to be done pursuant to the said contract, or by or on account of, any claims or amount recovered for
 any infringement of patent, trademark or copyright; then this obligation shall be void, otherwise the same shall

remain in full force and effect, it being expressly understood and agreed that the liability of the surety for any and all claims hereunder shall in no event exceed the penal amount of this obligation as herein stated.

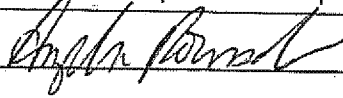
The said surety hereby stipulates and agrees that no modifications, omissions, or additions in or to the terms of the plans or specifications therefor, shall in anywise affect the obligations of said surety on its bond.

Witness or Attest:




Lilian Hidalgo,
Administrative Assistant
Secretary
(ALSO PRINT OR TYPE NAME)

Parsons Transportation Group



Angelle Roussel
VP & Assistant Secretary
Principal
(ALSO PRINT OR TYPE NAME)
(AFFIX CORPORATE SEAL OF PRINCIPAL)


Witness or Attest:



B. Aleman
(ALSO PRINT OR TYPE NAME)

Fidelity and Deposit Company of Maryland

Federal Insurance Company



Neemi Quiroz, Attorney-in-Fact
Surety
(ALSO PRINT OR TYPE NAME)
(AFFIX CORPORATE SEAL OF SURETY)

CERTIFICATION TO THE AUTHORITY OF THE ATTORNEY IN FACT TO COMMIT THE SURETY COMPANY MUST ACCOMPANY THIS BOND, AND A TRUE AND CORRECT STATEMENT OF THE FINANCIAL CONDITION OF SAID SURETY COMPANY.

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California

County of Los Angeles }

On June 21, 2011
Date

before me,

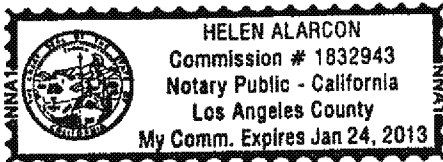
Helen Alarcon, Notary Public

Here Insert Name and Title of the Officer

personally appeared

Angelle Roussel

Name(s) of Signer(s)



who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature

Helen Alarcon

Signature of Notary Public

Place Notary Seal Above

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California

County of Los Angeles

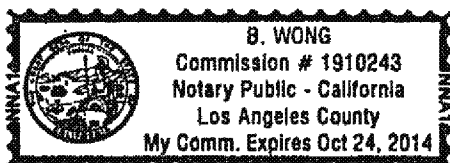
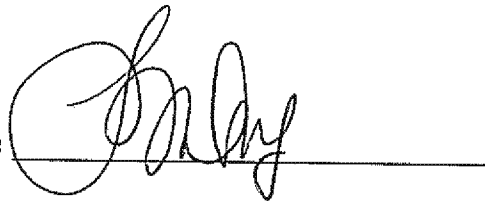
On June 21, 2011 before me, B. Wong, Notary Public, personally appeared Noemi Quiroz who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

(seal)

Signature



Power of Attorney
FIDELITY AND DEPOSIT COMPANY OF MARYLAND

KNOW ALL MEN BY THESE PRESENTS: That the FIDELITY AND DEPOSIT COMPANY OF MARYLAND, a corporation of the State of Maryland, by WILLIAM J. MILLS, Vice President, and ERIC D. BARNES, Assistant Secretary, in pursuance of authority granted by Article VI, Section 2, of the By-Laws of said Company, which are set forth on the reverse side hereof and are hereby certified to be in full force and effect on the date hereof, does hereby nominate, constitute and appoint Noemi QUIROZ, of Los Angeles, California, its true and lawful agent and Attorney-in-Fact, to make, execute, seal and deliver, for, and on its behalf as surety, and as its act and deed, any and all bonds and undertakings, and the execution of such bonds or undertakings in pursuance of these presents, shall be as binding upon said Company, as fully and amply, to all intents and purposes, as if they had been duly executed and acknowledged by the regularly elected officers of the Company at its office in Baltimore, Md., in their own proper persons.

The said Assistant Secretary does hereby certify that the extract set forth on the reverse side hereof is a true copy of Article VI, Section 2, of the By-Laws of said Company, and is now in force.

IN WITNESS WHEREOF the said Vice-President and Assistant Secretary have hereunto subscribed their names and affixed the Corporate Seal of the said FIDELITY AND DEPOSIT COMPANY OF MARYLAND, this 12th day of December, A.D. 2007.

ATTEST:

FIDELITY AND DEPOSIT COMPANY OF MARYLAND



Eric D. Barnes

Eric D. Barnes

Assistant Secretary

By:

William J. Mills

William J. Mills

Vice President

State of Maryland } ss:
 City of Baltimore }

On this 12th day of December, A.D. 2007, before the subscriber, a Notary Public of the State of Maryland, duly commissioned and qualified, came WILLIAM J. MILLS, Vice President, and ERIC D. BARNES, Assistant Secretary of the FIDELITY AND DEPOSIT COMPANY OF MARYLAND, to me personally known to be the individuals and officers described in and who executed the preceding instrument, and they each acknowledged the execution of the same, and being by me duly sworn, severally and each for himself depose and saith, that they are the said officers of the Company aforesaid, and that the seal affixed to the preceding instrument is the Corporate Seal of said Company, and that the said Corporate Seal and their signatures as such officers were duly affixed and subscribed to the said instrument by the authority and direction of the said Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my Official Seal the day and year first above written.



Dennis R. Hayden

Dennis R. Hayden

Notary Public

My Commission Expires: February 1, 2009



State of New Jersey
DEPARTMENT OF BANKING AND INSURANCE
CERTIFICATE OF AUTHORITY

DATE: APRIL 13, 2011

NAIC COMPANY CODE: 39306

THIS IS TO CERTIFY THAT THE FIDELITY AND DEPOSIT COMPANY OF MARYLAND OF OWINGS MILLS, MARYLAND, HAVING COMPLIED WITH THE LAWS OF THE STATE OF NEW JERSEY, AND ANY SUPPLEMENTS OR AMENDMENTS THERETO WITH RESPECT TO THE TRANSACTION OF THE BUSINESS OF INSURANCE, IS LICENSED TO TRANSACT IN THIS STATE UNTIL THE FIRST DAY OF MAY, 2012, THE LINES OF INSURANCE SPECIFICALLY DESIGNATED BELOW:

- 01 - FIRE AND ALLIED LINES
- 02 - EARTHQUAKE
- 03 - GROWING CROPS
- 04 - OCEAN MARINE
- 05 - INLAND MARINE
- 06 - WORKERS COMPENSATION AND EMPLOYERS LIABILITY
- 07 - AUTOMOBILE LIABILITY BODILY INJURY
- 08 - AUTOMOBILE LIABILITY PROPERTY DAMAGE
- 09 - AUTOMOBILE PHYSICAL DAMAGE
- 10 - AIRCRAFT PHYSICAL DAMAGE
- 11 - OTHER LIABILITY
- 12 - BOILER AND MACHINERY
- 13 - FIDELITY AND SURETY
- 14 - CREDIT
- 15 - BURGLARY AND THEFT
- 16 - GLASS
- 17 - SPRINKLER LEAKAGE AND WATER DAMAGE
- 18 - LIVESTOCK
- 19 - SMOKE OR SMUDGE
- 20 - PHYSICAL LOSS TO BUILDINGS
- 22 - MECHANICAL BREAKDOWN/POWER FAILURE



THOMAS B. CONSIDINE
COMMISSIONER

FIDELITY AND DEPOSIT COMPANY

OF MARYLAND

600 Red Brook Blvd., Suite 600, Owings Mills, MD 21117

Statement of Financial Condition

As Of December 31, 2010

ASSETS

Bonds	\$ 167,717,443
Stocks	23,571,636
Cash and Short Term Investments	250,663
Reinsurance Recoverable	478,827
Other Accounts Receivable	44,516,527
TOTAL ADMITTED ASSETS	\$ 236,535,096

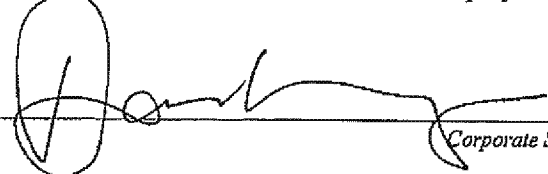
LIABILITIES, SURPLUS AND OTHER FUNDS

Reserve for Taxes and Expenses	\$ 225,295
Ceded Reinsurance Premiums Payable	39,963,782
Securities Lending Collateral Liability	3,077,700
TOTAL LIABILITIES	\$ 43,266,777
Capital Stock, Paid Up	\$ 5,000,000
Surplus	188,268,319
Surplus as regards Policyholders	193,268,319
TOTAL	\$ 236,535,096

Securities carried at \$45,648,865 in the above statement are deposited as required by law.

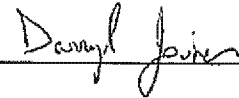
Securities carried on the basis prescribed by the National Association of Insurance Commissioners. On the basis of December 31, 2010 market quotations for all bonds and stocks owned, the Company's total admitted assets would be \$245,239,534 and surplus as regards policyholders \$201,972,757.

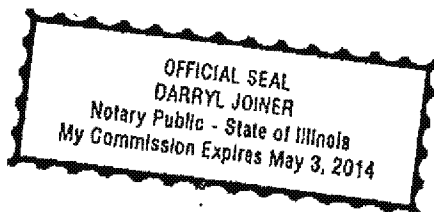
I, DENNIS F. KERRIGAN, Corporate Secretary of the FIDELITY AND DEPOSIT COMPANY OF MARYLAND, do hereby certify that the foregoing statement is a correct exhibit of the assets and liabilities of the said Company on the 31st day of December, 2010.


Corporate Secretary

State of Illinois }
City of Schaumburg } SS:

Subscribed and sworn to, before me, a Notary Public of the State of Illinois, in the City of Schaumburg, this 31st day of March, 2011.


Notary Public





**Chubb
Surety**

**POWER
OF
ATTORNEY**

**Federal Insurance Company
Vigilant Insurance Company
Pacific Indemnity Company**

**Attn: Surety Department
15 Mountain View Road
Warren, NJ 07059**

Know All by These Presents, That **FEDERAL INSURANCE COMPANY**, an Indiana corporation, **VIGILANT INSURANCE COMPANY**, a New York corporation, and **PACIFIC INDEMNITY COMPANY**, a Wisconsin corporation, do each hereby constitute and appoint **E.S. Albrecht, Jr., Tracy Aston, Joyce Herrin, Michael R. Mayberry, C.K. Nakamura, Maria Pena, Noemi Quiroz and Lisa L. Thornton** of Los Angeles, California-----

each as their true and lawful Attorney-in-Fact to execute under such designation in their names and to affix their corporate seals to and deliver for and on their behalf as surety thereon or otherwise, bonds and undertakings and other writings obligatory in the nature thereof (other than bail bonds) given or executed in the course of business, and any instruments amending or altering the same, and consents to the modification or alteration of any instrument referred to in said bonds or obligations.

In Witness Whereof, said **FEDERAL INSURANCE COMPANY**, **VIGILANT INSURANCE COMPANY**, and **PACIFIC INDEMNITY COMPANY** have each executed and attested these presents and affixed their corporate seals on this **21st** day of **July, 2008**

Kenneth C. Wendel, Assistant Secretary

David B. Norris, Jr., Vice President

STATE OF NEW JERSEY

County of Somerset

ss.

On this **21st** day of **July, 2008**

known to be Assistant Secretary of **FEDERAL INSURANCE COMPANY**, **VIGILANT INSURANCE COMPANY**, and **PACIFIC INDEMNITY COMPANY**, the companies which executed the foregoing Power of Attorney, and the said Kenneth C. Wendel, being by me duly sworn, did depose and say that he is Assistant Secretary of **FEDERAL INSURANCE COMPANY**, **VIGILANT INSURANCE COMPANY**, and **PACIFIC INDEMNITY COMPANY** and knows the corporate seals thereof, that the seals affixed to the foregoing Power of Attorney are such corporate seals and were thereto affixed by authority of the By-Laws of said Companies; and that he signed said Power of Attorney as Assistant Secretary of said Companies by like authority; and that he is acquainted with David B. Norris, Jr., and knows him to be Vice President of said Companies; and that the signature of David B. Norris, Jr., subscribed to said Power of Attorney is in the genuine handwriting of David B. Norris, Jr., and was thereto subscribed by authority of said By-Laws and in deponent's presence.

Notarial Seal



STEPHEN B. BRADY
Notary Public, State of New Jersey
No. 2321097
Commission Expires Oct. 25, 2009

Notary Public

CERTIFICATION

Extract from the By-Laws of **FEDERAL INSURANCE COMPANY**, **VIGILANT INSURANCE COMPANY**, and **PACIFIC INDEMNITY COMPANY**:

"All powers of attorney for and on behalf of the Company may and shall be executed in the name and on behalf of the Company, either by the Chairman or the President or a Vice President or an Assistant Vice President, jointly with the Secretary or an Assistant Secretary, under their respective designations. The signature of such officers may be engraved, printed or lithographed. The signature of each of the following officers: Chairman, President, any Vice President, any Assistant Vice President, any Secretary, any Assistant Secretary and the seal of the Company may be affixed by facsimile to any power of attorney or to any certificate relating thereto appointing Assistant Secretaries or Attorneys-in-Fact for purposes only of executing and attesting bonds and undertakings and other writings obligatory in the nature thereof, and any such power of attorney or certificate bearing such facsimile signature or facsimile seal shall be valid and binding upon the Company and any such power so executed and certified by such facsimile signature and facsimile seal shall be valid and binding upon the Company with respect to any bond or undertaking to which it is attached."

I, Kenneth C. Wendel, Assistant Secretary of **FEDERAL INSURANCE COMPANY**, **VIGILANT INSURANCE COMPANY**, and **PACIFIC INDEMNITY COMPANY** (the "Companies") do hereby certify that

- (i) the foregoing extract of the By-Laws of the Companies is true and correct,
- (ii) the Companies are duly licensed and authorized to transact surety business in all 50 of the United States of America and the District of Columbia and are authorized by the U.S. Treasury Department; further, Federal and Vigilant are licensed in Puerto Rico and the U.S. Virgin Islands, and Federal is licensed in American Samoa, Guam, and each of the Provinces of Canada except Prince Edward Island; and
- (iii) the foregoing Power of Attorney is true, correct and in full force and effect.

Given under my hand and seals of said Companies at Warren, NJ this **21st** day of **June, 2011**



Kenneth C. Wendel, Assistant Secretary

IN THE EVENT YOU WISH TO NOTIFY US OF A CLAIM, VERIFY THE AUTHENTICITY OF THIS BOND OR NOTIFY US OF ANY OTHER MATTER, PLEASE CONTACT US AT ADDRESS LISTED ABOVE, OR BY Telephone (908) 903-3493 Fax (908) 803-3656
e-mail: surety@chubb.com

FEDERAL INSURANCE COMPANY

STATEMENT OF ASSETS, LIABILITIES AND SURPLUS TO POLICYHOLDERS

Statutory Basis

DECEMBER 31, 2010

(in thousands of dollars)

ASSETS	LIABILITIES AND SURPLUS TO POLICYHOLDERS
Cash and Short Term Investments..... \$ 235,579	Outstanding Losses and Loss Expenses \$ 12,051,257
United States Government, State and Municipal Bonds..... 10,931,173	Unearned Premiums..... 3,331,654
Other Bonds..... 4,110,731	Ceded Reinsurance Premiums Payable..... 329,476
Stocks 837,803	Provision for Reinsurance 70,491
Other Invested Assets 1,909,914	Other Liabilities..... 962,493
 TOTAL INVESTMENTS 18,025,200	 TOTAL LIABILITIES 16,745,371
Investments in Affiliates:	Special Surplus Funds..... 174,400
Chubb Investment Holdings, Inc..... 3,002,346	Capital Stock 20,980
Pacific Indemnity Company 2,424,142	Paid-In Surplus..... 3,106,808
Chubb Insurance Investment Holdings Ltd. ... 1,275,789	Unassigned Funds..... 11,015,075
Executive Risk Indemnity Inc..... 1,111,774	
CC Canada Holdings Ltd..... 752,455	SURPLUS TO POLICYHOLDERS..... 14,317,263
Great Northern Insurance Company..... 459,252	
Chubb Insurance Company of Australia Limited 313,107	
Chubb European Investment Holdings SLP... 234,636	
Vigilant Insurance Company..... 212,646	
Other Affiliates 381,791	
Premiums Receivable 1,441,826	
Other Assets..... 1,427,670	
 TOTAL ADMITTED ASSETS \$ 31,062,634	 TOTAL LIABILITIES AND SURPLUS TO POLICYHOLDERS..... \$ 31,062,634

Investments are valued in accordance with requirements of the National Association of Insurance Commissioners.
Investments with a carrying value of \$452,427,638 are deposited with government authorities as required by law.

State, County & City of New York, — ss:

Yvonne Baker, Assistant Secretary

_____ of the Federal Insurance Company
being duly sworn, deposes and says that the foregoing Statement of Assets, Liabilities and Surplus to Policyholders of said
Federal Insurance Company on December 31, 2010 is true and correct and is a true abstract of the Annual Statement of said
Company as filed with the Secretary of the Treasury of the United States for the 12 months ending December 31, 2010.

Subscribed and sworn to before me
this

Dorothy Baker

Notary Public

Yvonne Baker

DOROTHY M. BAKER
Notary Public, State of New York
No. 31-4904994
Qualified in New York County
Commission Expires Sept. 14, 2013

Assistant Secretary



State of New Jersey
DEPARTMENT OF BANKING AND INSURANCE

CERTIFICATE OF AUTHORITY

DATE: APRIL 13, 2011

NAIC COMPANY CODE: 20281

THIS IS TO CERTIFY THAT THE **FEDERAL INSURANCE COMPANY OF INDIANAPOLIS, INDIANA**, HAVING COMPLIED WITH THE LAWS OF THE STATE OF NEW JERSEY, AND ANY SUPPLEMENTS OR AMENDMENTS THERETO WITH RESPECT TO THE TRANSACTION OF THE BUSINESS OF INSURANCE, IS LICENSED TO TRANSACT IN THIS STATE UNTIL THE FIRST DAY OF **MAY, 2012**, THE LINES OF INSURANCE SPECIFICALLY DESIGNATED BELOW:

- 01 - FIRE AND ALLIED LINES
- 02 - EARTHQUAKE
- 03 - GROWING CROPS
- 04 - OCEAN MARINE
- 05 - INLAND MARINE
- 06 - WORKERS COMPENSATION AND EMPLOYERS LIABILITY
- 07 - AUTOMOBILE LIABILITY BODILY INJURY
- 08 - AUTOMOBILE LIABILITY PROPERTY DAMAGE
- 09 - AUTOMOBILE PHYSICAL DAMAGE
- 10 - AIRCRAFT PHYSICAL DAMAGE
- 11 - OTHER LIABILITY
- 12 - BOILER AND MACHINERY
- 13 - FIDELITY AND SURETY
- 14 - CREDIT
- 15 - BURGLARY AND THEFT
- 16 - GLASS
- 17 - SPRINKLER LEAKAGE AND WATER DAMAGE
- 18 - LIVESTOCK
- 19 - SMOKE OR SMUDGE
- 20 - PHYSICAL LOSS TO BUILDINGS
- 21 - RADIOACTIVE COMTAMINATION
- 22 - MECHANICAL BREAKDOWN/POWER FAILURE
- 25 - ACCIDENT AND HEALTH



THOMAS B. CONSIDINE

COMMISSIONER

R I D E R

COPY

To be attached to and form part of:

Bond Number 09051680, and 82060817
dated

issued by the FIDELITY AND DEPOSIT COMPANY OF MARYLAND and
FEDERAL INSURANCE COMPANY

in the amount of \$39,627,251.63

on behalf of PARSONS TRANSPORTATION GROUP
(Principal)

and in favor of NEW JERSEY TRANSIT CORPORATION
(Obligee)

Now therefore, it is agreed that in consideration of the premium charged, the attached bond shall be amended as follows:

The surety companies shall be amended:

FROM: FIDELITY AND DEPOSIT COMPANY OF MARYLAND and FEDERAL
INSURANCE COMPANY


TO: FIDELITY AND DEPOSIT COMPANY OF MARYLAND, FEDERAL INSURANCE
COMPANY and ZURICH AMERICAN INSURANCE COMPANY

It is further understood and agreed that all other terms and conditions of this bond shall remain unchanged.


This Rider is to be Effective this 1st day of August, 2011.

Signed, Sealed & Dated this 1st day of February, 2012.

PARSONS TRANSPORTATION GROUP

By: 
(Principal) Angelle Roussel,
Vice President & Asst. Secretary

FIDELITY AND DEPOSIT COMPANY OF MARYLAND
(Surety)

By: 
Marina Tapia, Attorney-in-Fact

FEDERAL INSURANCE COMPANY

(Surety)

By: Marina Tapia

Marina Tapia , Attorney-in-Fact

ZURICH AMERICAN INSURANCE COMPANY

(Surety)

By: Marina Tapia

Marina Tapia , Attorney-in-Fact

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California

County of Los Angeles }

On February 7, 2012

Date

before me,

Helen Alarcon, Notary Public

Here Insert Name and Title of the Officer

personally appeared

Angelle Roussel

Name(s) of Signer(s)



Place Notary Seal Above

who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature

Helen Alarcon

Signature of Notary Public

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California

County of Los Angeles

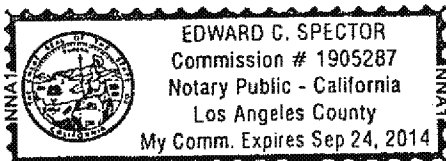
On FEB 01 2012 before me, Edward C. Spector, Notary Public, personally appeared Marina Tapia who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

(seal)

Signature 
Edward C. Spector, Notary Public



**Power of Attorney
FIDELITY AND DEPOSIT COMPANY OF MARYLAND**

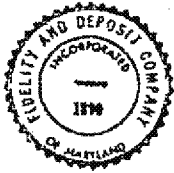
KNOW ALL MEN BY THESE PRESENTS: That the FIDELITY AND DEPOSIT COMPANY OF MARYLAND, a corporation of the State of Maryland, by THEODORE G. MARTINEZ, Vice President, and ERIC D. BARNES, Assistant Secretary, in pursuance of authority granted by Article VI, Section 2, of the By-Laws of said Company, which are set forth on the reverse side hereof and are hereby certified to be in full force and effect on the date hereof does hereby nominate, constitute and appoint Marina TAPIA, of Los Angeles, California, its true and lawful agent and Attorney-in-Fact, to make, execute, seal and deliver, for, and on its behalf as surety, and as its act and deed, any and all bonds and undertakings, and the execution of such bonds or undertakings in pursuance of these presents, shall be as binding upon said Company, as fully and amply, to all intents and purposes, as if they had been duly executed and acknowledged by the regularly elected officers of the Company at its office in Baltimore, Md., in their own proper persons. This power of attorney revokes that issued on behalf of Marina TAPIA, dated March 6, 2003.

The said Assistant Secretary does hereby certify that the extract set forth on the reverse side hereof is a true copy of Article VI, Section 2, of the By-Laws of said Company, and is now in force.

IN WITNESS WHEREOF, the said Vice-President and Assistant Secretary have hereunto subscribed their names and affixed the Corporate Seal of the said FIDELITY AND DEPOSIT COMPANY OF MARYLAND, this 30th day of May, A.D. 2007.

ATTEST:

FIDELITY AND DEPOSIT COMPANY OF MARYLAND



Eric D. Barnes

Eric D. Barnes

Theodore G. Martinez

By:

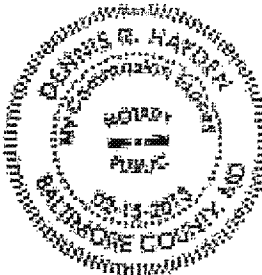
Assistant Secretary

Theodore G. Martinez

State of Maryland }
Baltimore County } ss:

On this 30th day of May, A.D. 2007, before the subscriber, a Notary Public of the State of Maryland, duly commissioned and qualified, came THEODORE G. MARTINEZ, Vice President, and ERIC D. BARNES, Assistant Secretary of the FIDELITY AND DEPOSIT COMPANY OF MARYLAND, to me personally known to be the individuals and officers described in and who executed the preceding instrument, and they each acknowledged the execution of the same, and being by me duly sworn, severally and each for himself depose and saith, that they are the said officers of the Company aforesaid, and that the seal affixed to the preceding instrument is the Corporate Seal of said Company, and that the said Corporate Seal and their signatures as such officers were duly affixed and subscribed to the said instrument by the authority and direction of the said Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my Official Seal the day and year first above written.



Dennis R. Hayden

Dennis R. Hayden

Notary Public

My Commission Expires: February 15, 2013

EXTRACT FROM BY-LAWS OF FIDELITY AND DEPOSIT COMPANY OF MARYLAND

"Article VI, Section 2. The Chairman of the Board, or the President, or any Executive Vice-President, or any of the Senior Vice-Presidents or Vice-Presidents specially authorized so to do by the Board of Directors or by the Executive Committee, shall have power, by and with the concurrence of the Secretary or any one of the Assistant Secretaries, to appoint Resident Vice-Presidents, Assistant Vice-Presidents and Attorneys-in-Fact as the business of the Company may require, or to authorize any person or persons to execute on behalf of the Company any bonds, undertaking, recognizances, stipulations, policies, contracts, agreements, deeds, and releases and assignments of judgements, decrees, mortgages and instruments in the nature of mortgages,...and to affix the seal of the Company thereto."

CERTIFICATE

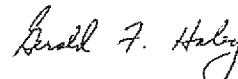
I, the undersigned, Assistant Secretary of the FIDELITY AND DEPOSIT COMPANY OF MARYLAND, do hereby certify that the foregoing Power of Attorney is still in full force and effect on the date of this certificate; and I do further certify that the Vice-President who executed the said Power of Attorney was one of the additional Vice-Presidents specially authorized by the Board of Directors to appoint any Attorney-in-Fact as provided in Article VI, Section 2, of the By-Laws of the FIDELITY AND DEPOSIT COMPANY OF MARYLAND.

This Power of Attorney and Certificate may be signed by facsimile under and by authority of the following resolution of the Board of Directors of the FIDELITY AND DEPOSIT COMPANY OF MARYLAND at a meeting duly called and held on the 10th day of May, 1990.

RESOLVED: "That the facsimile or mechanically reproduced seal of the company and facsimile or mechanically reproduced signature of any Vice-President, Secretary, or Assistant Secretary of the Company, whether made heretofore or hereafter, wherever appearing upon a certified copy of any power of attorney issued by the Company, shall be valid and binding upon the Company with the same force and effect as though manually affixed."

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed the corporate seal of the said Company,

this _____ day of FEB 01 2012, _____.


Assistant Secretary

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California

County of Los Angeles

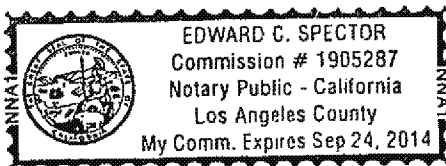
On FEB 01 2012 before me, Edward C. Spector, Notary Public, personally appeared Marina Tapia who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

(seal)

Signature 
Edward C. Spector, Notary Public





**Chubb
Surety**

**POWER
OF
ATTORNEY**

**Federal Insurance Company
Vigilant Insurance Company
Pacific Indemnity Company**

**Attn: Surety Department
15 Mountain View Road
Warren, NJ 07059**

Know All by These Presents, That **FEDERAL INSURANCE COMPANY**, an Indiana corporation, **VIGILANT INSURANCE COMPANY**, a New York corporation, and **PACIFIC INDEMNITY COMPANY**, a Wisconsin corporation, do each hereby constitute and appoint **B. Aleman, Tracy Aston, KD Conrad, Lisa Crail, Daravy Mady, Kristine Mendez, Edward C. Spector and Marina Tapia** of Los Angeles, California

each as their true and lawful Attorney-in-Fact to execute under such designation in their names and to affix their corporate seals to and deliver for and on their behalf as surety thereon or otherwise, bonds and undertakings and other writings obligatory in the nature thereof (other than bail bonds) given or executed in the course of business, and any instruments amending or altering the same, and consents to the modification or alteration of any instrument referred to in said bonds or obligations.

In Witness Whereof, said **FEDERAL INSURANCE COMPANY**, **VIGILANT INSURANCE COMPANY**, and **PACIFIC INDEMNITY COMPANY** have each executed and attested these presents and affixed their corporate seals on this **29th** day of **November, 2011**.

Kenneth C. Wendel
Kenneth C. Wendel, Assistant Secretary

David B. Norris, Jr.
David B. Norris, Jr., Vice President

STATE OF NEW JERSEY

County of Somerset

ss.

On this **29th** day of **November, 2011** before me, a Notary Public of New Jersey, personally came Kenneth C. Wendel, to me known to be Assistant Secretary of **FEDERAL INSURANCE COMPANY**, **VIGILANT INSURANCE COMPANY**, and **PACIFIC INDEMNITY COMPANY**, the companies which executed the foregoing Power of Attorney, and the said Kenneth C. Wendel, being by me duly sworn, did depose and say that he is Assistant Secretary of **FEDERAL INSURANCE COMPANY**, **VIGILANT INSURANCE COMPANY**, and **PACIFIC INDEMNITY COMPANY** and knows the corporate seals thereof, that the seals affixed to the foregoing Power of Attorney are such corporate seals and were thereto affixed by authority of the By-Laws of said Companies; and that he signed said Power of Attorney as Assistant Secretary of said Companies by like authority; and that he is acquainted with David B. Norris, Jr., and knows him to be Vice President of said Companies; and that the signature of David B. Norris, Jr., subscribed to said Power of Attorney is in the genuine handwriting of David B. Norris, Jr., and was thereto subscribed by authority of said By-Laws and in deponent's presence.

Notarial Seal



KATHERINE J. ADELAAR
NOTARY PUBLIC OF NEW JERSEY
No. 2316685
Commission Expires July 14, 2014

Katherine J. Adelaar
Notary Public

CERTIFICATION

Extract from the By-Laws of **FEDERAL INSURANCE COMPANY**, **VIGILANT INSURANCE COMPANY**, and **PACIFIC INDEMNITY COMPANY**:

"All powers of attorney for and on behalf of the Company may and shall be executed in the name and on behalf of the Company, either by the Chairman or the President or a Vice President or an Assistant Vice President, jointly with the Secretary or an Assistant Secretary, under their respective designations. The signature of such officers may be engraved, printed or lithographed. The signature of each of the following officers: Chairman, President, any Vice President, any Assistant Vice President, any Secretary, any Assistant Secretary and the seal of the Company may be affixed by facsimile to any power of attorney or to any certificate relating thereto appointing Assistant Secretaries or Attorneys-in-Fact for purposes only of executing and attesting bonds and undertakings and other writings obligatory in the nature thereof, and any such power of attorney or certificate bearing such facsimile signature or facsimile seal shall be valid and binding upon the Company and any such power so executed and certified by such facsimile signature and facsimile seal shall be valid and binding upon the Company with respect to any bond or undertaking to which it is attached."

I, Kenneth C. Wendel, Assistant Secretary of **FEDERAL INSURANCE COMPANY**, **VIGILANT INSURANCE COMPANY**, and **PACIFIC INDEMNITY COMPANY** (the "Companies") do hereby certify that

- (i) the foregoing extract of the By-Laws of the Companies is true and correct,
- (ii) the Companies are duly licensed and authorized to transact surety business in all 50 of the United States of America and the District of Columbia and are authorized by the U.S. Treasury Department; further, Federal and Vigilant are licensed in Puerto Rico and the U.S. Virgin Islands, and Federal is licensed in American Samoa, Guam, and each of the Provinces of Canada except Prince Edward Island; and
- (iii) the foregoing Power of Attorney is true, correct and in full force and effect.

Given under my hand and seals of said Companies at Warren, NJ this

day of

FEB 01 2012



Kenneth C. Wendel
Kenneth C. Wendel, Assistant Secretary

IN THE EVENT YOU WISH TO NOTIFY US OF A CLAIM, VERIFY THE AUTHENTICITY OF THIS BOND OR NOTIFY US OF ANY OTHER MATTER, PLEASE CONTACT US AT ADDRESS LISTED ABOVE, OR BY Telephone (908) 903-3493 Fax (908) 903-3656

e-mail: surety@chubb.com

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California

County of Los Angeles

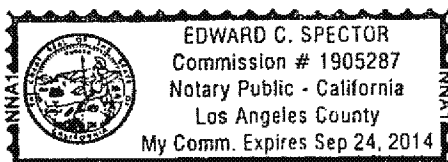
On FEB 01 2012 before me, Edward C. Spector, Notary Public, personally appeared Marina Tapia who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

(seal)

Signature 
Edward C. Spector, Notary Public



ZURICH AMERICAN INSURANCE COMPANY

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the ZURICH AMERICAN INSURANCE COMPANY, a corporation created by and existing under the laws of the State of New York does hereby nominate, constitute and appoint Marina TAPIA, of Los Angeles, California, its true and lawful Attorney-In-Fact with power and authority hereby conferred to sign, seal, and execute in its behalf, during the period beginning with the date of issuance of this power, : any and all bonds and undertakings, recognizances or other written obligations in the nature thereof, and to bind ZURICH AMERICAN INSURANCE COMPANY thereby, and all of the acts of said Attorney[s]-in-Fact pursuant to these presents are hereby ratified and confirmed. This Power of Attorney is made and executed pursuant to and by the authority of the following By-Law duly adopted by the Board of Directors of the Company which By-Law has not been amended or rescinded.

Article VI, Section 5. "...The President or a Vice President in a written instrument attested by a Secretary or an Assistant Secretary may appoint any person Attorney-In-Fact with authority to execute surety bonds on behalf of the Company and other formal underwriting contracts in reference thereto and reinsurance agreements relating to individual policies and bonds of all kinds and attach the corporate seal. Any such officers may revoke the powers granted to any Attorney-In-Fact."

This Power of Attorney is signed and sealed by facsimile under and by the authority of the following Resolution adopted by the Board of Directors of the ZURICH AMERICAN INSURANCE COMPANY by unanimous consent in lieu of a special meeting dated December 15, 1998

" RESOLVED, that the signature of the President or a Vice President and the attesting signature of a Secretary or an Assistant Secretary and the seal of the Company may be affixed by facsimile on any Power of Attorney pursuant to Article VI, Section 5 of the By-Laws, and the signature of a Secretary or an Assistant Secretary and the seal of the Company may be affixed by facsimile to any certificate of any such power. Any such power or any certificate thereof with such facsimile signature and seal shall be valid and binding on the Company. Furthermore, such power so executed, sealed and certified by certificate so executed and sealed shall, with respect to any bond or undertaking to which it is attached, shall continue to be valid and binding on the Company."

IN WITNESS WHEREOF, the ZURICH AMERICAN INSURANCE COMPANY has caused these presents to be executed in its name and on its behalf and its Corporate Seal to be hereunto affixed and attested by its officers thereunto duly authorized, this 27th day of October, A.D. 2011. This power of attorney revokes that issued on behalf of Marina TAPIA, dated November 21, 2001.



ZURICH AMERICAN INSURANCE COMPANY

STATE OF MARYLAND
CITY OF BALTIMORE

ss:

Eric D. Barnes

Secretary

By:

Frank E. Martin Jr.

Vice President

On the 27th day of October, A.D. 2011, before the subscriber, a Notary Public of the State of Maryland, duly commissioned and qualified, came the above named Vice President and Secretary of ZURICH AMERICAN INSURANCE COMPANY, to me personally known to be the individuals and officers described in and who executed the preceding instrument and they each acknowledged the execution of the same and being by me duly sworn, they severally and each for himself deposed and said that they respectively hold the offices in said Corporation as indicated, that the Seal affixed to the preceding instrument is the Corporate Seal of said Corporation, and that the said Corporate Seal, and their respective signature as such officers, were duly affixed and subscribed to the said instrument pursuant to all due corporate authorization.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal the day and year first above.



Notary Public

My Commission Expires: July 8, 2015

This Power of Attorney limits the acts of those named therein to the bonds and undertaking specifically named therein, and they have no authority to bind the Company except in the manner and to the extent herein stated.

CERTIFICATE

I, the undersigned, a Secretary of the ZURICH AMERICAN INSURANCE COMPANY, do hereby certify that the foregoing Power of Attorney is still in full force and effect, and further certify that Article VI, Section 5 of the By-Laws of the Company and the Resolution of the Board of Directors set forth in said Power of Attorney are still in force.

IN TESTIMONY WHEREOF I have hereto subscribed my name and affixed the seal of said Company

the _____ day of FEB 01 2012

Gerald F. Haley

Secretary



PARSONS

TO: Theresa M. Olivieri Location: Newark, NJ Date: February 23, 2012
FROM: Brian Finn Location: New York, NY Ph: 212-266-8532
NJTPC Project Manager

SUBJECT: PTG BOND RIDER 09051680 & 82060817

Dear Ms. Olivieri,

Enclosed please find the subject rider for your records.

Thank you.

BF/cms

Project: ACSES III Positive Train Control

Bond No.: 09051680 and 82060817

PERFORMANCE AND PAYMENT BOND

Executed in Duplicate

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned _____

Parsons Transportation Group

as PRINCIPAL, AND _____ Fidelity and Deposit Company of Maryland and Federal Insurance Company

with underwriting office at _____ 1400 American Lane, Schaumburg, IL 60196-1056 and

_____ 15 Mountain View Road, Warren, NJ 07059

to which all communications in regard to this bond should be addressed, a corporation organized and existing under the laws of the State of _____ Maryland and Indiana _____ and duly authorized to do business in the State of New Jersey, as SURETY, and held and firmly bound unto the New Jersey Transit Corporation in the penal sum of _____ Thirty Nine Million Six Hundred Twenty Seven Thousand Two Hundred Fifty One and 63/100 Dollars (\$ 39,627,251.63 -----), for the payment of which well and truly to be made, we hereby jointly and severally bind ourselves, our heirs, executors, administrators, successors and assigns.

Signed this _____ First _____ day of _____ August _____ A.D. two thousand and

_____ Eleven _____.

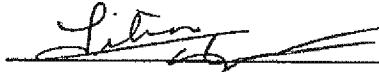
THE CONDITION OF THE ABOVE OBLIGATION IS SUCH, that whereas the above named principal did on the 9th day of August 20 11 enter into a contract with the New Jersey Transit Corporation, which said contract is made a part of this the bond the same as though set forth herein;

Now, if the said Principal shall well and faithfully do and perform the things agreed by it or them to be done and performed according to the terms of said contract, or any changes or modifications therein made as therein provided, and shall pay all lawful claims of beneficiaries as defined by N.J.S.A. 2A:44-143 for labor performed or materials, provisions, provender or other supplies, or teams, fuels, oils, implements or machinery furnished, used or consumed in the carrying forward, performing or completing of said contract; we agreeing and assenting that this undertaking shall be for the benefit of any beneficiary as defined by N.J.S.A. 2A:44-143 having a just claim, as well as for the obligee herein; and shall further indemnify and save harmless the party of the first part mentioned in the contract aforesaid, its officers agents and servants from all suits and actions of any kind or character whatsoever, which may be brought or instituted by any beneficiary as defined by N.J.S.A. 2A:44-143 who has performed work or furnished materials in or about the work required to be done pursuant to the said contract, or by or on account of, any claims or amount recovered for any infringement of patent, trademark or copyright; then this obligation shall be void, otherwise the same shall remain in full force and effect, it being expressly understood and agreed

that the liability of the surety for any and all claims hereunder shall in no event exceed the penal amount of this obligation as herein stated.

The said surety hereby stipulates and agrees that no modifications, omissions, or additions in or to the terms of the plans or specifications therefor, shall in anywise affect the obligations of said surety on its bond.

Witness or Attest:

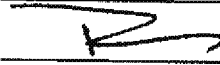


Lilian Hidalgo, Admin. Asst.

Secretary

(ALSO PRINT OR TYPE NAME)

Parsons Transportation Group



Richard M. Henderson

Vice President & Asst. Secretary

Principal

(ALSO PRINT OR TYPE NAME)

(AFFIX CORPORATE SEAL OF PRINCIPAL)

Witness or Attest:



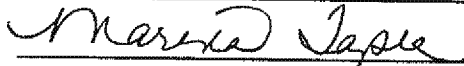
Simone Gerhard, Witness

~~SECRETARY~~

(ALSO PRINT OR TYPE NAME)

Fidelity and Deposit Company of Maryland

and Federal Insurance Company



Marina Tapia, Attorney-in-Fact

~~PRINCIPAL~~ SURETY

(ALSO PRINT OR TYPE NAME)

(AFFIX CORPORATE SEAL OF PRINCIPAL)

CERTIFICATION TO THE AUTHORITY OF THE ATTORNEY IN FACT TO COMMIT THE SURETY COMPANY MUST ACCOMPANY THIS BOND, AND A TRUE AND CORRECT STATEMENT OF THE FINANCIAL CONDITION OF SAID SURETY COMPANY.

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California

County of Los Angeles }

On August 1, 2011
Date

before me,

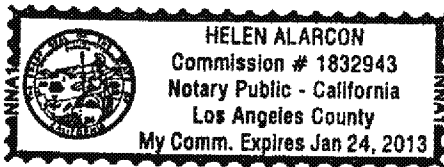
Helen Alarcon, Notary Public

Here Insert Name and Title of the Officer

personally appeared

Richard M. Henderson

Name(s) of Signer(s)



Place Notary Seal Above

who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature

Helen Alarcon

Signature of Notary Public

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California

County of Los Angeles

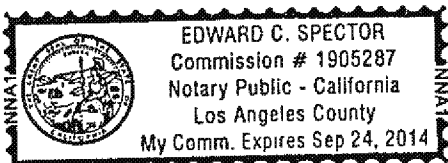
On AUG 01 2011 before me, Edward C. Spector, Notary Public, personally appeared Marina Tapia who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

(seal)

Signature 
Edward C. Spector, Notary Public



Power of Attorney
FIDELITY AND DEPOSIT COMPANY OF MARYLAND

KNOW ALL MEN BY THESE PRESENTS: That the FIDELITY AND DEPOSIT COMPANY OF MARYLAND, a corporation of the State of Maryland, by THEODORE G. MARTINEZ, Vice President, and ERIC D. BARNES, Assistant Secretary, in pursuance of authority granted by Article VI, Section 2, of the By-Laws of said Company, which are set forth on the reverse side hereof and are hereby certified to be in full force and effect on the date hereof, does hereby nominate, constitute and appoint **Marina TAPIA, of Los Angeles, California**, its true and lawful agent and Attorney-in-Fact, to make, execute, seal and deliver, for, and on its behalf as surety, and as its agent and deed: ~~any and all bonds and undertakings~~, and the execution of such bonds or undertakings in pursuance of these presents, shall be as binding upon said Company, as fully and amply, to all intents and purposes, as if they had been duly executed and acknowledged by the regularly elected officers of the Company at its office in Baltimore, Md., in their own proper persons. This power of attorney revokes that issued on behalf of Marina TAPIA dated March 6, 2003.

The said Assistant Secretary does hereby certify that the extract set forth on the reverse side hereof is a true copy of Article VI, Section 2, of the By-Laws of said Company, and is now in force.

IN WITNESS WHEREOF, the said Vice-President and Assistant Secretary have hereunto subscribed their names and affixed the Corporate Seal of the said FIDELITY AND DEPOSIT COMPANY OF MARYLAND, this 30th day of May, A.D. 2007.

ATTEST:

FIDELITY AND DEPOSIT COMPANY OF MARYLAND



Eric D. Barnes

Eric D. Barnes

Theodore G. Martinez

By:

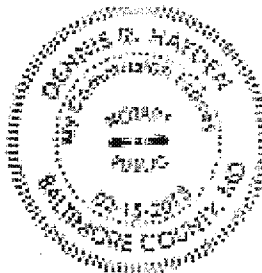
Assistant Secretary

Theodore G. Martinez

State of Maryland } ss:
 Baltimore County }

On this 30th day of May, A.D. 2007, before the subscriber, a Notary Public of the State of Maryland, duly commissioned and qualified, came THEODORE G. MARTINEZ, Vice President, and ERIC D. BARNES, Assistant Secretary of the FIDELITY AND DEPOSIT COMPANY OF MARYLAND, to me personally known to be the individuals and officers described in and who executed the preceding instrument, and they each acknowledged the execution of the same, and being by me duly sworn, severally and each for himself depose and saith, that they are the said officers of the Company aforesaid, and that the seal affixed to the preceding instrument is the Corporate Seal of said Company, and that the said Corporate Seal and their signatures as such officers were duly affixed and subscribed to the said instrument by the authority and direction of the said Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my Official Seal the day and year first above written.



Dennis R. Hayden

Dennis R. Hayden

Notary Public

My Commission Expires: February 15, 2013

FIDELITY AND DEPOSIT COMPANY

OF MARYLAND

600 Red Brook Blvd., Suite 600, Owings Mills, MD 21117

**Statement of Financial Condition
As Of December 31, 2010****ASSETS**

Bonds	\$ 167,717,443
Stocks	23,571,636
Cash and Short Term Investments	250,663
Reinsurance Recoverable	478,827
Other Accounts Receivable	44,516,527
TOTAL ADMITTED ASSETS	\$ 236,535,096

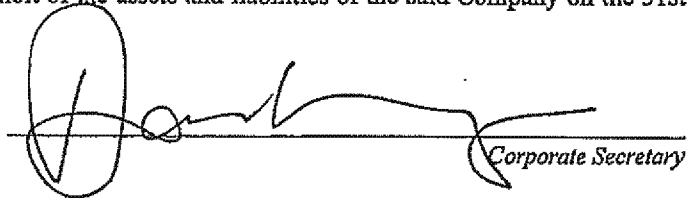
LIABILITIES, SURPLUS AND OTHER FUNDS

Reserve for Taxes and Expenses	\$ 225,295
Ceded Reinsurance Premiums Payable	39,963,782
Securities Lending Collateral Liability	3,077,700
TOTAL LIABILITIES	\$ 43,266,777
Capital Stock, Paid Up	\$ 5,000,000
Surplus	188,268,319
Surplus as regards Policyholders	193,268,319
TOTAL	\$ 236,535,096

Securities carried at \$45,648,865 in the above statement are deposited as required by law.

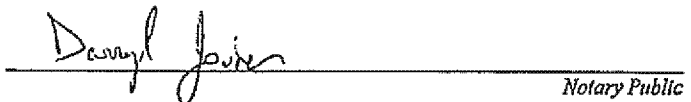
Securities carried on the basis prescribed by the National Association of Insurance Commissioners. On the basis of December 31, 2010 market quotations for all bonds and stocks owned, the Company's total admitted assets would be \$245,239,534 and surplus as regards policyholders \$201,972,757.

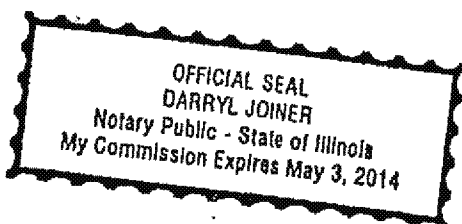
I, DENNIS F. KERRIGAN, Corporate Secretary of the FIDELITY AND DEPOSIT COMPANY OF MARYLAND, do hereby certify that the foregoing statement is a correct exhibit of the assets and liabilities of the said Company on the 31st day of December, 2010.


Corporate Secretary

State of Illinois }
City of Schaumburg } SS:

Subscribed and sworn to, before me, a Notary Public of the State of Illinois, in the City of Schaumburg, this 31st day of March, 2011.


Notary Public





State of New Jersey
DEPARTMENT OF BANKING AND INSURANCE

CERTIFICATE OF AUTHORITY

DATE: APRIL 13, 2011

NAIC COMPANY CODE: 39306

THIS IS TO CERTIFY THAT THE FIDELITY AND DEPOSIT COMPANY OF MARYLAND OF OWINGS MILLS, MARYLAND, HAVING COMPLIED WITH THE LAWS OF THE STATE OF NEW JERSEY, AND ANY SUPPLEMENTS OR AMENDMENTS THERETO WITH RESPECT TO THE TRANSACTION OF THE BUSINESS OF INSURANCE, IS LICENSED TO TRANSACT IN THIS STATE UNTIL THE FIRST DAY OF MAY, 2012, THE LINES OF INSURANCE SPECIFICALLY DESIGNATED BELOW:

- 01 - FIRE AND ALLIED LINES
- 02 - EARTHQUAKE
- 03 - GROWING CROPS
- 04 - OCEAN MARINE
- 05 - INLAND MARINE
- 06 - WORKERS COMPENSATION AND EMPLOYERS LIABILITY
- 07 - AUTOMOBILE LIABILITY BODILY INJURY
- 08 - AUTOMOBILE LIABILITY PROPERTY DAMAGE
- 09 - AUTOMOBILE PHYSICAL DAMAGE
- 10 - AIRCRAFT PHYSICAL DAMAGE
- 11 - OTHER LIABILITY
- 12 - BOILER AND MACHINERY
- 13 - FIDELITY AND SURETY
- 14 - CREDIT
- 15 - BURGLARY AND THEFT
- 16 - GLASS
- 17 - SPRINKLER LEAKAGE AND WATER DAMAGE
- 18 - LIVESTOCK
- 19 - SMOKE OR SMUDGE
- 20 - PHYSICAL LOSS TO BUILDINGS
- 22 - MECHANICAL BREAKDOWN/POWER FAILURE



THOMAS B. CONSIDINE
COMMISSIONER

SURETY DISCLOSURE STATEMENT AND CERTIFICATION

pursuant to N.J.S.A. 2A:44-143

(for use when surety(ies) have a certificate from U.S. Secretary of the Treasury in accordance with 31 U.S.C. §9305)

Fidelity and Deposit Company of Maryland,
surety on the attached bond, hereby certifies the following:

- (1) The surety meets the applicable capital and surplus requirements of R.S.17:17-6 or R.S.17:17-7 as of the surety's most current annual filing with the New Jersey Department of Insurance.
- (2) The capital and surplus, as determined in accordance with the applicable laws of this State, of the surety participating in the issuance of the attached bond is in the following amounts as of the calendar year ended December 31, 2007 which amounts have been certified on a Certification by PricewaterhouseCoopers, LLP and are included in the Annual Statement on file with the New Jersey Department of Insurance, 20 West State Street CN-325, Trenton, New Jersey 08625-0325.

Fidelity and Deposit Company of Maryland, \$200,598,641

With respect to each surety participating in the issuance of the attached bond that has received from the United States Secretary of the Treasury a certificate of authority pursuant to 31 U.S.C. §9305, the underwriting limitation established therein on July 1, 2008 is as follows:

Fidelity and Deposit Company of Maryland, \$17,619,000

The amount of the bond to which the statement and certification is attached is \$39,627,251.63

- (1) If, by virtue of one or more contracts of reinsurance, the amount of the bond indicated under item (4) above exceeds the total underwriting limitation of all sureties on the bond as set forth in item (3) above, then for each such contract of reinsurance:

(a) The name and address of each such insurer under that contract and the amount of the reinsurer's participation in the contract is as follows:

and;

(b) Each surety that is party to any such contract of reinsurance certifies that each insurer listed under item (5)(a) satisfies the credit for reinsurance requirement established under P.L. 1993, c.243(C.17:51B-1 et seq.) and any applicable regulations in effect as of the date on which the bond to which this statement and certification is attached shall have been filed with the appropriate public agency.

CERTIFICATE

I, William J. Mills, Jr., as Vice President for Fidelity and Deposit, a corporation domiciled in Maryland, DO HEREBY CERTIFY that, to the best of my knowledge, the foregoing statements made by me are true, and ACKNOWLEDGE that, if any of those statements made by me are false, this bond is VOIDABLE.



William J. Mills, Jr., Vice President

AUG 01 2011

Dated: _____

Effective: July 1, 2008



**Chubb
Surety**

**POWER
OF
ATTORNEY**

**Federal Insurance Company
Vigilant Insurance Company
Pacific Indemnity Company**

**Attn: Surety Department
15 Mountain View Road
Warren, NJ 07059**

Know All by These Presents, That **FEDERAL INSURANCE COMPANY**, an Indiana corporation, **VIGILANT INSURANCE COMPANY**, a New York corporation, and **PACIFIC INDEMNITY COMPANY**, a Wisconsin corporation, do each hereby constitute and appoint Tracy Aston, KD Conrad, Marina Tapia, Brenda Wong of Los Angeles, California -----

each as their true and lawful Attorney- In- Fact to execute under such designation in their names and to affix their corporate seals to and deliver for and on their behalf as surety thereon or otherwise, bonds and undertakings and other writings obligatory in the nature thereof (other than bail bonds) given or executed in the course of business, and any instruments amending or altering the same, and consents to the modification or alteration of any instrument referred to in said bonds or obligations.

In Witness Whereof, said **FEDERAL INSURANCE COMPANY**, **VIGILANT INSURANCE COMPANY**, and **PACIFIC INDEMNITY COMPANY** have each executed and attested these presents and affixed their corporate seals on this **5th** day of **July, 2011**.

Kenneth C. Wendel, Assistant Secretary

David B. Norris, Jr., Vice President

STATE OF NEW JERSEY

County of Somerset

ss.

On this **5th** day of **July, 2011** before me, a Notary Public of New Jersey, personally came Kenneth C. Wendel, to me known to be Assistant Secretary of **FEDERAL INSURANCE COMPANY**, **VIGILANT INSURANCE COMPANY**, and **PACIFIC INDEMNITY COMPANY**, the companies which executed the foregoing Power of Attorney, and the said Kenneth C. Wendel, being by me duly sworn, did depose and say that he is Assistant Secretary of **FEDERAL INSURANCE COMPANY**, **VIGILANT INSURANCE COMPANY**, and **PACIFIC INDEMNITY COMPANY** and knows the corporate seals thereof, that the seals affixed to the foregoing Power of Attorney are such corporate seals and were thereto affixed by authority of the By- Laws of said Companies; and that he signed said Power of Attorney as Assistant Secretary of said Companies by like authority; and that he is acquainted with David B. Norris, Jr., and knows him to be Vice President of said Companies; and that the signature of David B. Norris, Jr., subscribed to said Power of Attorney is in the genuine handwriting of David B. Norris, Jr., and was thereto subscribed by authority of said By- Laws and in deponent's presence.

Notarial Seal



**KATHERINE J. ADELAAR
NOTARY PUBLIC OF NEW JERSEY
No. 2316685
Commission Expires July 16, 2014**

Notary Public

CERTIFICATION

Extract from the By- Laws of **FEDERAL INSURANCE COMPANY**, **VIGILANT INSURANCE COMPANY**, and **PACIFIC INDEMNITY COMPANY**:

"All powers of attorney for and on behalf of the Company may and shall be executed in the name and on behalf of the Company, either by the Chairman or the President or a Vice President or an Assistant Vice President, jointly with the Secretary or an Assistant Secretary, under their respective designations. The signature of such officers may be engraved, printed or lithographed. The signature of each of the following officers: Chairman, President, any Vice President, any Assistant Vice President, any Secretary, any Assistant Secretary and the seal of the Company may be affixed by facsimile to any power of attorney or to any certificate relating thereto appointing Assistant Secretaries or Attorneys- In- Fact for purposes only of executing and attesting bonds and undertakings and other writings obligatory in the nature thereof, and any such power of attorney or certificate bearing such facsimile signature or facsimile seal shall be valid and binding upon the Company and any such power so executed and certified by such facsimile signature and facsimile seal shall be valid and binding upon the Company with respect to any bond or undertaking to which it is attached."

I, Kenneth C. Wendel, Assistant Secretary of **FEDERAL INSURANCE COMPANY**, **VIGILANT INSURANCE COMPANY**, and **PACIFIC INDEMNITY COMPANY** (the "Companies") do hereby certify that

- (i) the foregoing extract of the By- Laws of the Companies is true and correct,
- (ii) the Companies are duly licensed and authorized to transact surety business in all 50 of the United States of America and the District of Columbia and are authorized by the U.S. Treasury Department; further, Federal and Vigilant are licensed in Puerto Rico and the U.S. Virgin Islands, and Federal is licensed in American Samoa, Guam, and each of the Provinces of Canada except Prince Edward Island; and
- (iii) the foregoing Power of Attorney is true, correct and in full force and effect.

Given under my hand and seals of said Companies at Warren, NJ this

day of **AUG 01 2011**



Kenneth C. Wendel, Assistant Secretary

IN THE EVENT YOU WISH TO NOTIFY US OF A CLAIM, VERIFY THE AUTHENTICITY OF THIS BOND OR NOTIFY US OF ANY OTHER MATTER, PLEASE CONTACT US AT ADDRESS LISTED ABOVE, OR BY Telephone (908) 903- 3493 Fax (908) 903- 3656
e-mail: surety@chubb.com

FEDERAL INSURANCE COMPANY

STATEMENT OF ASSETS, LIABILITIES AND SURPLUS TO POLICYHOLDERS

Statutory Basis

DECEMBER 31, 2010

(in thousands of dollars)

ASSETS		LIABILITIES AND SURPLUS TO POLICYHOLDERS	
Cash and Short Term Investments.....	\$ 235,579	Outstanding Losses and Loss Expenses	\$ 12,051,257
United States Government, State and Municipal Bonds.....	10,931,173	Unearned Premiums.....	3,331,654
Other Bonds.....	4,110,731	Ceded Reinsurance Premiums Payable.....	329,476
Stocks.....	837,803	Provision for Reinsurance	70,491
Other Invested Assets.....	1,909,914	Other Liabilities.....	962,493
TOTAL INVESTMENTS.....	18,025,200	TOTAL LIABILITIES	16,745,371
Investments in Affiliates:		Special Surplus Funds.....	174,400
Chubb Investment Holdings, Inc.....	3,002,346	Capital Stock.....	20,980
Pacific Indemnity Company.....	2,424,142	Paid-In Surplus.....	3,106,808
Chubb Insurance Investment Holdings Ltd. ...	1,275,789	Unassigned Funds.....	11,015,075
Executive Risk Indemnity Inc.....	1,111,774	SURPLUS TO POLICYHOLDERS.....	14,317,263
CO Canada Holdings Ltd.....	752,455	TOTAL LIABILITIES AND SURPLUS	
Great Northern Insurance Company.....	459,252	TO POLICYHOLDERS.....	\$ 31,062,634
Chubb Insurance Company of Australia Limited	313,107		
Chubb European Investment Holdings SLP..	234,636		
Vigilant Insurance Company.....	212,646		
Other Affiliates	381,791		
Premiums Receivable	1,441,826		
Other Assets.....	1,427,670		
TOTAL ADMITTED ASSETS.....	\$ 31,062,634		

Investments are valued in accordance with requirements of the National Association of Insurance Commissioners.
Investments with a carrying value of \$452,427,638 are deposited with government authorities as required by law.

State, County & City of New York, — ss:

Yvonne Baker, Assistant Secretary

of the Federal Insurance Company

being duly sworn, deposes and says that the foregoing Statement of Assets, Liabilities and Surplus to Policyholders of said Federal Insurance Company on December 31, 2010 is true and correct and is a true abstract of the Annual Statement of said Company as filed with the Secretary of the Treasury of the United States for the 12 months ending December 31, 2010.

Subscribed and sworn to before me
this

Dorothy Baker
Notary Public

DOROTHY M. BAKER
Notary Public, State of New York
No. 31-4904994
Qualified in New York County
Commission Expires Sept. 14, 2013

Yvonne Baker
Assistant Secretary



State of New Jersey
DEPARTMENT OF BANKING AND INSURANCE

CERTIFICATE OF AUTHORITY

DATE: APRIL 13, 2011

NAIC COMPANY CODE: 20281

THIS IS TO CERTIFY THAT THE FEDERAL INSURANCE COMPANY OF INDIANAPOLIS, INDIANA, HAVING COMPLIED WITH THE LAWS OF THE STATE OF NEW JERSEY, AND ANY SUPPLEMENTS OR AMENDMENTS THERETO WITH RESPECT TO THE TRANSACTION OF THE BUSINESS OF INSURANCE, IS LICENSED TO TRANSACT IN THIS STATE UNTIL THE FIRST DAY OF MAY, 2012, THE LINES OF INSURANCE SPECIFICALLY DESIGNATED BELOW:

- 01 - FIRE AND ALLIED LINES
- 02 - EARTHQUAKE
- 03 - GROWING CROPS
- 04 - OCEAN MARINE
- 05 - INLAND MARINE
- 06 - WORKERS COMPENSATION AND EMPLOYERS LIABILITY
- 07 - AUTOMOBILE LIABILITY BODILY INJURY
- 08 - AUTOMOBILE LIABILITY PROPERTY DAMAGE
- 09 - AUTOMOBILE PHYSICAL DAMAGE
- 10 - AIRCRAFT PHYSICAL DAMAGE
- 11 - OTHER LIABILITY
- 12 - BOILER AND MACHINERY
- 13 - FIDELITY AND SURETY
- 14 - CREDIT
- 15 - BURGLARY AND THEFT
- 16 - GLASS
- 17 - SPRINKLER LEAKAGE AND WATER DAMAGE
- 18 - LIVESTOCK
- 19 - SMOKE OR SMUDGE
- 20 - PHYSICAL LOSS TO BUILDINGS
- 21 - RADIOACTIVE CONTAMINATION
- 22 - MECHANICAL BREAKDOWN/POWER FAILURE
- 26 - ACCIDENT AND HEALTH



THOMAS B. CONSIDINE

COMMISSIONER